

1-350A010  
GASTON SNOW BEEKMAN & BOGUE

14 WALL STREET  
NEW YORK, NEW YORK 10005

212/227-8200  
CABLE ADDRESS BEEKOM

WILLIAM GASTON (1844-1894)  
FREDERICK E. SNOW (1886-1935)  
CHARLES K. BEEKMAN (1891-1941)  
MORTON G. BOGUE (1903-1955)  
JOSEPH B. ELY (1905-1956)  
JOSEPH W. BARTLETT (1901-1960)

13361

RECORDATION NO.

No.

DEC 16 1981 10 40 AM

DEC 16 1981 10 40 AM

December 16, 1981  
INTERSTATE COMMERCE COMMISSION

ICC Washington, D.C.

Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

RECORDATION NO.

13361

GASTON SNOW & ELY BARTLETT

ONE FEDERAL STREET  
BOSTON, MASSACHUSETTS 02110  
617/366-6500

2801 PONCE DE LEON BOULEVARD  
CORAL GABLES, FLORIDA 33134  
305/445-1477

SUITE 550  
TWO PALO ALTO SQUARE  
PALO ALTO, CALIFORNIA 94304  
415/856-2400

DEC 16 1981 10 40 AM

13361

RECORDATION NO.

FILED 1423

Dear Sir:

INTERSTATE COMMERCE COMMISSION

Enclosed please find an original and two executed and acknowledged counterparts of each of the following documents to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

1. Bill of Sale, a primary document, dated as of December 16, 1981, between the following parties:

Vendor: Gulf States Utilities Company  
285 Liberty Street, Beaumont, Texas 77701

Vendee: The Connecticut Bank and Trust Company, Trustee  
One Constitution Plaza, Hartford, Connecticut 06103

A short summary of the document to appear in the index follows:

Bill of Sale between Gulf States Utilities Company, 285 Liberty Street, Beaumont, Texas 77701 and The Connecticut Bank and Trust Company, Trustee, One Constitution Plaza, Hartford, Connecticut 06103, dated December 16, 1981 and covering 4 100-ton double rotary gondola cars, numbers GSNX 60 to 63, inclusive, and 244 100-ton single rotary gondola cars, numbers GSNX 100-343, inclusive.

2. Security Agreement, a primary document, dated as of December 1, 1981, between the following parties:

Debtor: The Connecticut Bank and Trust Company, Trustee  
One Constitution Plaza, Hartford, Connecticut 06103

Secured Party: Mercantile-Safe Deposit and Trust Company,  
Trustee  
Two Hopkins Plaza  
Baltimore, Maryland 21203

RECEIVED

DEC 16 10 29 AM '81

FILED

*Charles L. ...*  
*David H. ...*

GASTON SNOW BEEKMAN & BOGUE

Secretary  
Interstate Commerce Commission  
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A short summary of the document to appear in the index follows:

Security Agreement between The Connecticut Bank and Trust Company, Trustee, One Constitution Plaza, Hartford, Connecticut 06103 and Mercantile-Safe Deposit and Trust Company, Two Hopkins Plaza, Baltimore, Maryland 21203, dated as of December 1, 1981 and covering 4 100-ton double rotary gondola cars, numbers GSNX 60 to 63, inclusive, and 244 100-ton single rotary gondola cars, numbers GSNX 100-343, inclusive.

3. Lease, a primary document, dated as of December 1, 1981, between the following parties:

Lessor: The Connecticut Bank and Trust Company,  
Trustee  
One Constitution Plaza  
Hartford, Connecticut 06103

Lessee: Gulf States Utilities Company  
285 Liberty Street  
Beaumont, Texas 77701

A short summary of the documents to appear in the index follows:

Lease between The Connecticut Bank and Trust Company, Trustee, One Constitution Plaza, Hartford, Connecticut 06103 and Gulf States Utilities Company, 285 Liberty Street, Beaumont, Texas 77701, dated as of December 1, 1981 and covering 4 100-ton double rotary gondola cars, numbers GSNX 60 to 63, inclusive, and 244 100-ton single rotary gondola cars, numbers GSNX 100-343, inclusive.

4. Participation Agreement, a primary document, dated as of December 1, 1981, among the following parties:

Lessee: Gulf States Utilities Company  
285 Liberty Street  
Beaumont, Texas 77701

Trustee: The Connecticut Bank and Trust Company  
One Constitution Plaza  
Hartford, Connecticut 06115

GASTON SNOW BEEKMAN & BOGUE

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Interstate Commerce Commission  
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Beneficiary: Bancorp Leasing and Financial Corp.  
555 S.W. Oak Street  
Portland, Oregon 97204

Note  
Purchaser: The Travelers Insurance Company  
One Tower Square  
Hartford, Connecticut 06115

Security  
Trustee: Mercantile-Safe Deposit and Trust Company  
Two Hopkins Plaza  
Post Office Box 2258  
Baltimore, Maryland 21203

A short summary of the document to appear in the index follows:

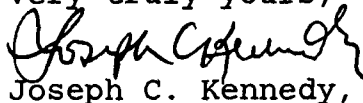
Participation Agreement among Gulf States Utilities Company, 285 Liberty Street, Beaumont, Texas 77701, The Connecticut Bank and Trust Company, as Trustee, One Constitution Plaza, Hartford, Connecticut, Connecticut 06103, Bancorp Leasing and Financial Corp., 555 S.W. Oak Street, Portland, Oregon 97204, The Travelers Insurance Company, One Tower Square, Hartford, Connecticut 06115, and Mercantile-Safe Deposit and Trust Company, as Security Trustee, Two Hopkins Plaza, Post Office Box 2258, Baltimore, Maryland 21203, dated as of December 1, 1981 and relating to the financing of 4 100-ton double rotary gondola cars, numbers GSNX 60 to 63, inclusive, and 244 100-ton single rotary gondola cars, numbers GSNX 100-343, inclusive.

These documents all relate to the same equipment, more fully described as follows:

4 100-ton double rotary BethGon Coalporter gondola cars, AAR Mechanical Designation GT, AAR Type Code G092, and bearing numbers GSNX 60 to 63 inclusive and 244 100-ton BethGon Coalporter gondola cars, AAR Mechanical Designation GT, AAR Type Code G092, and bearing numbers GSNX 100-343, inclusive.

A fee of \$200, \$50 for each document, is enclosed. Please return the originals and any extra counterparts not needed by the Commission for recordation to the undersigned at the Boston address indicated above.

Very truly yours,

  
Joseph C. Kennedy, Jr.

**Interstate Commerce Commission**  
Washington, D.C. 20423

**12/16/81**

OFFICE OF THE SECRETARY

**Joseph C. Kennedy, Jr.  
Gaston Snow Beekman & Bogue  
14 Wall Street  
New York, N.Y. 10005**

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **12/16/81** at **10:40am**, and assigned re-recording number(s). **13361, 13361-A, 13361-B, 13361-C**

Sincerely yours,

*Agatha L. Mergenovich*  
Agatha L. Mergenovich  
Secretary

Enclosure(s)

DEC 16 1981 - 9 40 AM

BILL OF SALE

INTERSTATE COMMERCE COMMISSION

GULF STATES UTILITIES COMPANY ("Seller") in consideration of the sum of ONE DOLLAR (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, does hereby sell, transfer and set over unto The Connecticut Bank and Trust Company, as trustee (hereinafter called the "Buyer"), its successors and assigns, all of its right, title and interest in and to the following units of Railroad Equipment (hereinafter called the "Equipment") manufactured by Bethlehem Steel Corporation (hereinafter called the "Manufacturer"):

<u>No. Cars</u>	<u>Description</u>	<u>Cars Numbered</u>
4	100-Ton Double Rotary	GSNX 60-63, Inclusive
244	100-Ton Single Rotary	GSNX 100-343

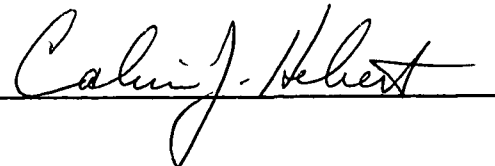
THE EQUIPMENT SOLD HEREUNDER IS PURCHASED BY THE BUYER "AS IS" AND SELLER DOES NOT MAKE ANY WARRANTIES OR REPRESENTATIONS, EXPRESS OR IMPLIED, AS TO THE CONDITION, MERCHANTABILITY, FITNESS FOR PARTICULAR PURPOSE OR ANY OTHER MATTER CONCERNING THE EQUIPMENT, EXCEPT AS SPECIFICALLY SET FORTH BELOW. SELLER HEREBY ASSIGNS TO BUYER ANY AND ALL WARRANTIES IT MAY HAVE AGAINST THE MANUFACTURER UNDER THE CONTRACT AGREEMENT, AS AMENDED, BETWEEN SELLER AND MANUFACTURER, OR OTHERWISE.

Seller hereby warrants to the Buyer that it is the lawful owner of the Units; that the same are free from all liens, encumbrances, security interests, rights and interests of others; that Seller has good record and marketable title to the Units; that Seller acquired title to and ownership of the Equipment from the Manufacturer pursuant to and in accordance with the Manufacturer's Bill of Sale attached hereto as Exhibit "A"; and that Seller will warrant and defend such title forever against all claims and demands whatsoever.

IN WITNESS WHEREOF, Seller has caused this instrument to be duly executed in its name by its officers thereunto duly authorized and its corporate seal to be affixed this 16th day of December, 1981.

GULF STATES UTILITIES COMPANY

By



STATE OF NEW YORK )  
 ) SS  
COUNTY OF NEW YORK)

On this 15th day of December, 1981, before me personally appeared Calvin J. Hebert, to me personally known, who, being by me duly sworn, said that he is Vice President of Gulf States Utilities Company, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Carlton R. Asher, Jr.  
Notary Public

(Notarial Seal)

My commission expires:

March 30, 1981

CARLTON R. ASHER, JR.  
Notary Public, State of New York  
No. 31-4672237  
Qualified in New York County  
Commission Expires March 30, 19 81

# EXHIBIT

## BILL OF SALE

BETHLEHEM STEEL CORPORATION (the "Contractor") in consideration of the sum of \$1.00 and other good and valuable consideration paid by GULF STATES UTILITIES COMPANY (the "Company") pursuant to a Contract Agreement dated January 30, 1981, (the "Contract") as amended, between the Contractor and the Company, at or before the execution and delivery of these presents, the receipt of which is hereby acknowledged, does hereby transfer to the Company all right, title and interest of the Contractor in the railroad equipment described in Schedule A, attached hereto as a part hereof (the "Equipment").

And the Contractor hereby warrants to the Company, its successors and assigns, that at the time of delivery of each unit of the Equipment to the Company or placement in storage pursuant to the Contract, the Contractor had legal title thereto and good and lawful right to sell such unit and that title to such unit was free of all claims, liens, security interests and other encumbrances (other than a security interest in favor of the Contractor) arising from, through or under the Contractor; and the Contractor covenants that it will defend such title against the demands of all persons whomsoever based upon claims originating prior to such delivery or placement in storage pursuant to the Contract.

IN WITNESS WHEREOF, the Contractor has caused this instrument to be executed in its name by a duly authorized

officer and its corporate seal to be hereunto affixed and duly attested, all as of the 10th day of December 1981.

BETHLEHEM STEEL CORPORATION

By *David R. ...*  
Vice President

ATTEST:

*R. ...*  
Assistant Secretary



SCHEDULE A  
BILL OF SALE

List of Car Numbers

GSNX 100; 108; 109; 111; 115-118, inclusive;  
122; 129.

GSNX 60; 61;  
101-107, inclusive;  
110  
112-114, inclusive;  
119-121, inclusive;  
123-128, inclusive;  
130-226, inclusive.

GSNX 62-63;  
227-343, inclusive.